

**EXHIBIT A**

**Proposed Initial Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER  
DEVELOPMENT LP (f/k/a Footprint Power  
Salem Harbor Development LP), *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

**INITIAL ORDER (A) DISMISSING THE CHAPTER 11 CASES OF HIGHSTAR  
SALEM HARBOR HOLDINGS GP, LLC (F/K/A HIGHSTAR FOOTPRINT HOLDINGS  
GP, LLC), HIGHSTAR SALEM HARBOR POWER HOLDINGS L.P. (F/K/A  
HIGHSTAR FOOTPRINT POWER HOLDINGS L.P.), AND SALEM HARBOR  
POWER FINCO GP, LLC (F/K/A FOOTPRINT POWER SALEM HARBOR  
FINCO GP, LLC), (B) MODIFYING THE CAPTION OF THE REMAINING  
DEBTORS' CHAPTER 11 CASES, AND (C) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of orders, pursuant to sections 105(a), 305(a), 349, 363, and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 1017, (a) dismissing the Withdrawing Debtors’ chapter 11 cases, (b) modifying the caption of the Plan Debtors’ chapter 11 cases, and (c) granting related relief; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors’ service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that due and proper notice of the Motion and the hearing thereon was adequate and appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Motion; and upon the Motion and the record of any hearing on the Motion, as applicable; and this Court having determined that the legal and factual bases set forth in the Motion and at any applicable hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Immediately prior to, or in conjunction with the passing of, the Effective Date, the Debtors shall file a certification of counsel (the “Certification”) requesting entry of the Dismissal Order, substantially in the form attached hereto as **Exhibit 1**. The Certification shall verify that the Debtors have paid all U.S. Trustee Fees for all disbursements made by the Withdrawing Debtors through the date of such Certification, notwithstanding that the Withdrawing Debtors shall only be required to file monthly operating reports for the applicable periods through and concluding upon the date of entry of this Order.
3. The Withdrawing Debtors and the Clerk of Court are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.
4. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived, and this Order shall be effective and enforceable immediately upon entry.

5. This Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation, and enforcement of this Order.

**EXHIBIT 1**

**Proposed Dismissal Order**

**EXHIBIT B**

**Proposed Dismissal Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER  
DEVELOPMENT LP (f/k/a Footprint Power  
Salem Harbor Development LP), *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

**ORDER (A) DISMISSING THE CHAPTER 11 CASES OF HIGHSTAR SALEM  
HARBOR HOLDINGS GP, LLC (F/K/A HIGHSTAR FOOTPRINT HOLDINGS GP,  
LLC), HIGHSTAR SALEM HARBOR POWER HOLDINGS L.P. (F/K/A HIGHSTAR  
FOOTPRINT POWER HOLDINGS L.P.), AND SALEM HARBOR POWER FINCO  
GP, LLC (F/K/A FOOTPRINT POWER SALEM HARBOR FINCO GP, LLC),  
(B) MODIFYING THE CAPTION OF THE REMAINING DEBTORS'  
CHAPTER 11 CASES, AND (C) GRANTING RELATED RELIEF**

Pursuant to (a) the *Debtors' Motion for Entry of Orders (A) Dismissing Chapter 11 Cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC)*, (B) *Modifying the Caption of the remaining Debtors' Chapter 11 Cases*, and (C) *Granting Related Relief* [D.I. \_\_\_\_] (the "Motion"),<sup>2</sup> filed on August 30, 2022, (b) that certain initial order granting the Motion, entered on September \_\_, 2022 [D.I. \_\_\_\_], and (c) the *Certification of Counsel and*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

*Request for Entry of an Order Dismissing Certain Chapter 11 Cases*, filed on \_\_\_\_\_, 2022 [D.I. \_\_\_\_\_], and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the chapter 11 cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) are dismissed, effective as of the Effective Date.
4. Notwithstanding section 349 of the Bankruptcy Code, all orders of this Court entered in the Debtors' chapter 11 cases on or before the entry of this Order shall remain in full force and effect with respect to the Withdrawing Debtors (unless otherwise noted) and shall survive the dismissal of the Withdrawing Debtors' chapter 11 cases.
5. Effective as of the Effective Date, the cases of the Plan Debtors shall remain jointly administered under the case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP (Case No. 22-10239 (MFW))), using the following caption:



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In re:

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Salem Harbor Development LP), *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 22-10239 (MFW)  
  
(Jointly Administered)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

6. Upon the entry of this Order, the clerk shall make the following notation in the below cases:

Case Nos. 22-10240, 22-10241, 22-10242, 22-10243, and 22-10244: The cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (Case No. 22-10242), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (Case No. 22-10243), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (Case No. 22-10244) have been closed. **Effective as of the Effective Date, the cases of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP), and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) remain jointly administered under the chapter 11 case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (Case No. 22-10239 (MFW)), and the docket of such chapter 11 case should be consulted for all matters affecting these chapter 11 cases.**

7. The Debtors and the Clerk of Court are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

8. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived, and this Order shall be effective and enforceable immediately upon entry.

9. This Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation, and enforcement of this Order.